

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Asheville Division**

In re:

SMOKY MOUNTAIN COUNTRY CLUB
PROPERTY OWNERS' ASSOCIATION,
INC.

Debtor.¹

Chapter 11

Case No. 19-10286

**THIRTEENTH INTERIM AND FINAL APPLICATION OF RAYBURN COOPER
& DURHAM, P.A. FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JULY 26, 2019 THROUGH OCTOBER 21, 2020**

Name of Applicant: Rayburn Cooper & Durham, P.A.

Authorized to Provide
Professional

Services to: Smoky Mountain Country Club Property Owners' Association, Inc.

Date of Retention: August 9, 2019 (effective July 26, 2019) [Docket No. 33]

Period for which compensation and reimbursement is sought:	July 26, 2019 through and including October 21, 2020
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Amount of Thirteenth Interim Compensation sought as actual, reasonable and necessary for the period of July 26, 2019 – October 21, 2020:	\$1,807.00
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Amount of Thirteenth Interim Expense Reimbursement sought as actual, reasonable	\$77.60
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¹ Debtor is the following entity (the last four digits of its employer identification number follow in parentheses): Smoky Mountain Country Club Property Owners' Association, Inc., (1897). The Debtor's address is 1112 Conleys Creek Road, Whittier, NC 28789.

and necessary for the period July 26, 2019 –
October 21, 2020:

Total amount of Thirteenth Interim
compensation and expense reimbursement \$1,884.60
sought as actual, reasonable and necessary
for the period of July 26, 2019 – October 21,
2020:

Amount of Final Compensation sought \$317,011.50
as actual, reasonable and necessary
for the period of July 26, 2019 – October 21,
2020:

Amount of Final Expense Reimbursement \$22,671.55
sought as actual, reasonable and necessary
for the period of July 26, 2019 – October 21,
2020:

Total amount of Final compensation and \$339,683.10
expense reimbursement sought as actual,
reasonable and necessary for the period of
July 26, 2019 – October 21, 2020:

This is an ____ monthly ____ interim X final application (that includes the Thirteenth Interim Period).

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
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In re:

SMOKY MOUNTAIN COUNTRY CLUB
PROPERTY OWNERS' ASSOCIATION,
INC.

Debtor.²

Chapter 11

Case No. 19-10286

**THIRTEENTH INTERIM AND FINAL APPLICATION OF RAYBURN COOPER &
DURHAM, P.A. FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JULY 26, 2019, THROUGH OCTOBER 21, 2020**

Rayburn Cooper & Durham, P.A. ("RCD" or "Applicant") submits this Final Application (the "Application") for Allowance of Thirteenth Interim and Final Compensation and Reimbursement of Expenses for Professional Services Rendered as Counsel to the Debtor in the above-captioned case for the period from July 26, 2019, through October 21, 2020, pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

By this Application, RCD hereby moves this Court for an order awarding it reasonable compensation for (a) the Thirteenth Interim Period of October 1, 2020, through October 21, 2020, for professional legal services rendered to the Debtor in the amount of \$1,807.00 and reimbursement for actual and necessary expenses incurred in the amount of \$77.60 for a total of \$1,884.60; and (b) the Final Period of July 26, 2019, through October 21, 2020, for professional legal services rendered to the Debtor in the amount of \$317,011.50 and reimbursement for actual

² Debtor is the following entity (the last four digits of its employer identification number follow in parentheses): Smoky Mountain Country Club Property Owners' Association, Inc., (1897). The Debtor's address is 2602 Hendersonville Road, Arden, NC, 28704.

and necessary expenses incurred in the amount of \$22,671.55 for a total of \$339,683.10. In support of this Application, RCD states as follows:

I. BACKGROUND

1. On July 26, 2019 (the “Filing Date”), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. The Debtor is operating its business and managing its affairs as debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtor’s case.

4. On August 8, 2019, the Debtor filed its Ex Parte Application to Employ Rayburn Cooper & Durham, P.A., as Counsel for Debtor and Debtor-in-Possession Effective as of the Petition Date [Docket No. 25] (the “Retention Application”).

5. On August 9, 2019, the Bankruptcy Court entered its Ex Parte Order Approving Employment of Rayburn, Cooper & Durham, P.A. as Attorneys for Debtor and Debtor-in-Possession Effective as of the Petition Date [Docket No. 33] (the “Order”). The Order authorized RCD to be compensated on an hourly basis and to be reimbursed for actual and out-of-pocket expenses.

6. On December 17, 2019, the Debtor filed the Amended Plan of Reorganization of Smoky Mountain Country Club Property Owners’ Association, Inc., and Creditor SMCC Clubhouse, LLC [Docket No. 253] (the “Plan”). On December 19, 2019, the Bankruptcy Court entered its Order Confirming Plan of Reorganization of Smoky Mountain Country Club Property

Owners' Association, Inc., and Creditor SMCC Clubhouse, LLC [Docket No. 260] (the "Confirmation Order"). The Effective Date (as defined in the Plan) occurred on October 22, 2020.

7. After July 26, 2019, RCD has rendered services and incurred reasonable expenses on behalf of the Debtor.

II. COMPENSATION RECEIVED DURING INTERIM AND FINAL PERIODS

8. All services for which RCD requests compensation were performed for or on behalf of the Debtor. During the Interim and Final Periods, RCD has received a partial monthly payment from its pre-petition retainer for the first period, and from the Debtor for the balance of the second through twelfth periods pursuant to the Fee Procedure Order as follows:

Date of Request	Period Covered	Requested Fees	Requested Expenses	Payment Received
10/3/19	July 26, 2019 – August 31, 2019	\$63,428.50	\$5,698.89	\$69,127.39
10/10/19	September 1-30, 2019	\$30,500.50	\$3,431.02	\$33,931.52
11/5/19	October 1-31, 2019	\$10,158.50	\$1,292.18	\$11,450.68
12/18/19	November 1-30, 2019	\$25,189.00	\$1,776.07	\$26,965.07
1/13/20	December 1-31, 2019	\$74,801.50	\$5,512.28	\$80,313.78
2/7/20	January 1-31, 2020	\$38,219.00	\$1,087.43	\$39,306.43
3/5/20	February 1-29, 2020	\$12,777.50	\$449.52	\$13,227.02
4/8/20	March 1-31, 2020	\$35,940.00	\$213.10	\$36,153.10
6/9/20	April 1, 2020 – May 31, 2020	\$6,391.00	\$1,988.83	\$8,379.83
7/29/20	June 1 – June 30, 2020	\$4,284.00	\$122.55	\$4,406.55
9/4/20	July 1 – August 31, 2020	\$10,007.50	\$866.33	\$10,873.83
10/20/20	September 1-30, 2020	\$3,507.50	\$155.75	\$3,663.25

9. RCD's interim fee applications were served upon (a) the Bankruptcy Administrator for the Western District of North Carolina, (b) the Debtor's 20 largest unsecured creditors and (c)

those parties requesting notice pursuant to Bankruptcy Rule 2002. No party has objected to any of RCD's interim fee applications. Amounts unpaid as of the date of the filing of this Application and billed through October 21, 2020, are fees and expenses that total \$1,884.60.

10. There is no agreement or understanding between RCD and any other person, other than the members and associates of RCD, for the sharing of compensation to be received for services rendered in this case.

III. SUMMARY OF SERVICES RENDERED BY RCD

11. Attached hereto as Exhibit A is a detailed description of the services performed and expenses incurred by Applicant for the Thirteenth Interim Period from October 1, 2020, through October 21, 2020. The fees total \$1,807.00 for the period October 1, 2020, through October 21, 2020. Applicant further incurred costs in regard to this proceeding in the amount of \$77.60 for the Thirteenth Interim Period from October 1, 2020, through October 21, 2020.

12. RCD has previously filed twelve interim fee applications, which are summarized on Exhibit D, attached hereto (the "Prior Fee Applications"). The Prior Fee Applications included detailed descriptions of the services rendered in each of the prior interim periods. The Prior Fee Applications are incorporated by reference herein. On Exhibit B, RCD has categorized its time by the project categories recommended by the Guidelines for Compensation and Expense Reimbursement of Professionals (the "Compensation Guidelines"). RCD has voluntarily reduced its billings for the Interim Period by \$510.00 to arrive at the current amount of the fees requested. RCD has voluntarily reduced its billings for the Final Period by \$177,415.75. On Exhibit C, RCD has itemized the cost and expenses incurred on behalf of the Debtor that were billed during the Final Period.

13. RCD believes that its billing rates for the Final Period for the case, which reflect RCD's customary billing rates for the years 2019 and 2020 should be deemed "reasonable billing rates" for purposes of this Court's determination of the "reasonableness" of the fees for services rendered.

14. A summary of the professionals/paraprofessionals that have rendered services to the Debtor, which includes each professional's or paraprofessional's title, hourly rate, total number of hours billed and the fees billed is attached hereto as Exhibit E both for the Thirteenth Interim Period and the Final Period.

15. Attached as Exhibit F is a background summary of each professional included in this Application.

16. Attached hereto as Exhibit A is RCD's detailed invoice for the Thirteenth Interim Period which shows on a daily basis the professionals recording time for the case, how much time was charged for each professional and a description of the services rendered. Whenever in the attached time records, more than one RCD professional is involved or the RCD professionals show interaction with other professionals for the Debtor, each of the RCD professionals are performing distinct tasks for the Debtor and/or work to effectively and efficiently represent the Debtor. Services are divided by category of the task performed. As set forth above, RCD has previously provided, in the Prior Fee Applications, detailed descriptions of the services performed and expenses incurred by Applicant for the period of July 26, 2019, through September 30, 2020, which are incorporated herein by reference

17. RCD believes that the services it provided to the Debtor during the Thirteenth Interim Period, and Final Period, were necessary to the administration of and beneficial to the

Debtor's estates. Further, RCD believes that the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the task addressed.

IV. DESCRIPTION OF SERVICES RENDERED DURING FINAL INTERIM PERIOD

18. As counsel to the Debtor, RCD has assisted the Debtor with a variety of matters in the Debtor's bankruptcy case, as set forth in the summary description below and in greater detail on Exhibit A and in the Prior Fee Applications.

19. RCD grouped its services using the eight categories set forth below in accordance with the recommendation of the Compensation Guidelines. RCD attempted to place the services provided in the category that best related to such services. Because some services may overlap categories, services pertaining to one category may in fact be included in another category. The services provided in the Final Period are generally described below by category.

A. Asset Transactions

20. Limited services were provided in this category during the Final Period primarily related to the issues related to the Condominium Common Element and the Judgment Lien.

B. Case Administration and Business Operations

21. RCD assisted the Debtor in a number of matters impacting the administration of these cases and the Debtor's business operations. RCD coordinated providing updated insurance information to the Bankruptcy Administrators' Office. RCD also assisted the Debtor in preparing required monthly operating reports and quarterly fee statements. RCD assisted the Debtor in addressing various other case administration issues, including communications with vendors and service providers, preparation of the Debtor's schedules of assets and liabilities and statement of financial affairs, and various requests for first day relief. RCD also represented the Debtor at all

hearings before the Bankruptcy Court and represented the Debtor at the First Meeting of Creditors under Section 341 of the Bankruptcy Code.

C. Fee Proceedings

22. RCD assisted the Debtor and the Debtor's professionals in all aspects of the interim and final fee application process, including assisting in preparing interim fee applications and analyzing and summarizing the final fee application process and the impact of other orders in these cases on that process. RCD also prepared all interim fee applications for RCD.

D. Financing and Relief from Stay Proceedings

23. No material services were provided in this category during the Final Period.

E. Litigation

24. RCD's services in this category primarily related to the Appeal [Docket No. 279] of the Confirmation Order and related proceedings brought by Ronnie C. Hedgepeth, Jr. and Shira Hedgepeth and/or Robert L. Young and Mary H. Young.³

F. Plan and Disclosure

25. RCD assisted the Debtor in analyzing potential options for a plan of reorganization and worked with the Debtor and creditor SMCC Clubhouse, LLC, to develop and draft the Plan and Disclosure Statement that were approved in this Chapter 11 Case. RCD also assisted the Debtor in negotiations with various creditors and parties in interest regarding the terms of the Plan. RCD represented the Debtor and the hearings to approve the Disclosure Statement and to approve the Plan.

G. Claim Administration

³ Certain fees related to the Appeal of the Confirmation Order were included in the Plan and Disclosure Statement category, as well.

26. RCD assisted the Debtor in thorough analysis of claims, including reconciliation of the Debtor's schedules and filed claims.

H. Miscellaneous Assistance or Other

27. No material services were provided in this category during the Final Period.

V. **DESCRIPTION OF DISBURSEMENTS AND EXPENSES INCURRED DURING THE INTERIM AND FINAL PERIOD**

28. It is RCD's policy with respect to expenses to charge its clients in all areas of practice for expenses incurred in connection with each client's case. The customary expenses charged to clients include, among other things, filing and court fees, telephone and telecopier charges, regular and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research charges, and transcription costs. Beginning as of July 26, 2019, RCD charged for photocopying at \$0.10 per page which is below the permissible amount of \$.25 per page for cases filed with the Bankruptcy Court.

29. RCD requests reimbursement for its actual and necessary expenses incurred during the Thirteenth Interim Period in the amount of \$77.60 and in total for the Final Period of \$22,671.55. A detailed breakdown of such expenses for the Thirteenth Interim Period is provided in RCD's invoice attached hereto as Exhibit A. The expenses for all prior interim periods are itemized in the Prior Fee Applications. The expenses RCD incurred in the rendition of professional services were necessary and reasonable under the circumstances to serve the needs of the Debtor.

VI. **LEGAL STANDARD**

30. This Application is submitted under the standards set forth in a number of decisions of the United States Supreme Court and the Fourth Circuit Court of Appeals; Hensley v. Eckerhart, 461 U.S. 424 (1983); Blum v. Stenson, 465 U.S. 886 (1984); Pennsylvania v. Delaware Valley Cit. Council, 107 S.C. 3078 (1987); Lilly v. Harris-Teeter Supermarket, 842 F.2d 1496 (4th Cir.

1988); Daly v. Hill, 790 F.2d 1071 (4th Cir. 1986); and Barber v. Kimbrell's, Inc., 577 F.2d 216, 226 n. 28 (4th Cir. 1978), cert. denied, 439 U.S. 934 (1979) which adopted the standards of Johnson v. Ga. Highway Express, Inc., 488 F.2d 714, 717-19 (5th Cir. 1974). Under the rule of Barber, these standards include the time and labor expended; the novelty and difficulty of the questions raised; the skill required to perform properly the legal services rendered; the attorney's opportunity costs in handling the case; the customary fee for like work; the attorney's expectations at the outset of the case; the time limitations imposed by the client or circumstances; the amount in controversy and the results obtained; the experience, reputation and ability of the attorney; the undesirability of the case within the legal community in which the case arose; the nature and length of the professional relationship between attorney and client; and attorneys' fees in similar cases. Under these standards, the compensation and rates requested herein are reasonable for services rendered by the Applicant in this case.

VII. NOTICE

31. RCD represents to the Court that it has served a copy of this Application with the attached exhibits and Notice of Opportunity for Hearing on (a) the Bankruptcy Administrator for the Western District of North Carolina, (b) the Debtor's 20 largest unsecured creditors and (c) those parties requesting notice pursuant to Bankruptcy Rule 2002.

VIII. CONCLUSION

32. Based on the foregoing, RCD makes this Application for an allowance of both interim and final compensation for professional services rendered and reimbursement for actual costs and expenses incurred in the performance of legal services as counsel to the Debtor in connection with these proceedings.

WHEREFORE, Rayburn Cooper & Durham, P.A., respectfully request that (a) RCD be allowed and awarded for the Thirteenth Interim Period (i) interim compensation of \$1,807.00 as reasonable, actual and necessary professional services rendered by it on behalf of the Debtor during the Thirteenth Interim Period and (ii) interim reimbursement of expenses of \$77.60 as reasonable, actual and necessary; (b) the Debtor be authorized and directed to pay to RCD the amount of \$1,884.60, which is equal to the sum of 100% of RCD's allowed interim compensation and 100% of RCD's allowed expense reimbursement for the Thirteenth Interim Period; and (c) RCD be allowed and awarded compensation and expenses as final for the period of July 26, 2019, through October 21, 2020, (i) final compensation of \$317,011.50 as reasonable, actual and necessary professional services rendered by it on behalf of the Debtor and (ii) final reimbursement of expenses of \$22,671.55 as reasonable, actual and necessary; (d) RCD be awarded final fees and expenses as final compensation and reimbursement of expenses in the amount of \$346,183.05 for the period of July 26, 2019, through October 21, 2020, and that the Debtor be authorized and directed to pay such amounts to RCD as final awards, less all previous payments; and (e) such other relief as is just and proper.

Dated: December 15, 2020

RAYBURN COOPER & DURHAM, P.A.

By: /s/ John R. Miller, Jr.
John R. Miller, Jr.
N.C. State Bar No. 28689
Matthew L. Tomsic
N.C. State Bar No. 52431
Suite 1200, The Carillon
227 West Trade Street
Charlotte, NC 28202
(704) 334-0891

Counsel to the Debtor

Exhibit A

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RAYBURN COOPER & DURHAM, P.A.227 West Trade Street, Suite 1200
Charlotte, NC 28202-1672
Telephone (704) 334-0891 Fax (704) 377-1897
FEDERAL I.D. #: 56-1597966

11/03/20

Smoky Mountain Country Club
Property Owner's AssociationOur file number 5749-002/JRM/JRM
Invoice number 45325

Re: Post Petition

Balance Forward \$26,703.58

	Atty	Services Rendered	Hours	Amount
CASE ADM/BUS OP:				
10/21/20	JRM	CASE ADM/BUS OP: Review multiple correspondence regarding September MOR's	0.10	40.00
Total for CASE ADM/BUS OP:			0.10	\$40.00

FEE PROCEEDINGS:

10/02/20	TNL	FEE PROCEEDINGS: Drafting RCD twelfth interim fee app, NOPH, COS and proposed order; forwarding to J. Miller for review (only 1/2 time charged)	0.50	90.00
10/05/20	JRM	FEE PROCEEDINGS: Review and revise RCD interim comp request for September 2020	0.30	120.00
10/06/20	JRM	FEE PROCEEDINGS: Review fee app as filed and send to Ed L.	0.10	40.00
10/06/20	TNL	FEE PROCEEDINGS: Revising proposed order granting RCD twelfth fee app; forwarding to J. Miller for review	0.30	54.00
10/06/20	TNL	FEE PROCEEDINGS: Filing RCD twelfth interim fee app, NOPH and COS; serving fee app and NOPH (only 1/2 time charged)	0.50	90.00
10/20/20	TNL	FEE PROCEEDINGS: Checking for responses to RCD 12th fee app; forwarding proposed order to J.		

RAYBURN COOPER & DURHAM, P.A.

11/03/20

Smoky Mountain Country Club

Our file number 5749-002/JRM/JRM

Invoice number 45325

Re: Post Petition

	Atty	Services Rendered	Hours	Amount
		Miller for review	0.30	54.00
10/20/20	TNL	FEE PROCEEDINGS: Drafting COS for order granting RCD 12th fee app	0.30	54.00
		Total for FEE PROCEEDINGS:	2.30	\$502.00
LITIGATION:				
10/01/20	JRM	LITIGATION: Listen to AP hearing audio	0.30	120.00
10/15/20	JRM	LITIGATION: Correspondence with Shirley S. regarding appeal timing and meeting with Bob Young	0.10	40.00
		Total for LITIGATION:	0.40	\$160.00
PLAN/DISCLOSURE:				
10/05/20	JRM	PLAN/DISCLOSURE: E-mails with Shel R. and Linda S. regarding appeal dismissal order	0.30	120.00
10/19/20	JRM	PLAN/DISCLOSURE: E-mail Mike C. in response to question about appeal deadline	0.10	40.00
10/20/20	MLT	PLAN/DISCLOSURE: E-mail E. Lawson, Mike Cornblum regarding September post-confirmation report; review disbursement information for September	0.20	55.00
10/21/20	JRM	PLAN/DISCLOSURE: Analysis of effective date and next steps incase; telephone conference with Shirley Schubert regarding same and e-mails to Board regarding same	1.30	520.00

RAYBURN COOPER & DURHAM, P.A.

11/03/20

Smoky Mountain Country Club

Our file number 5749-002/JRM/JRM

Invoice number 45325

Re: Post Petition

	Atty	Services Rendered	Hours	Amount
10/21/20	JRM	PLAN/DISCLOSURE: Correspondence with R. Fulton regarding appeal question	0.10	40.00
10/21/20	MLT	PLAN/DISCLOSURE: Review plan for effective date obligations; e-mail J. Miller regarding same; draft September post-confirmation report; draft claims payment spreadsheet; e-mail J. Miller regarding same (only 1/2 time charged)	1.20	330.00
Total for PLAN/DISCLOSURE:			3.20	\$1,105.00
Total fees			6.00	\$1,807.00

	Costs Advanced	Amount
10/06/20	Total "in house" photocopy expense for this billing period:	35.00
10/06/20	Total postage expense for this billing period:	16.90
10/13/20	PACER - Computerized Court Records Access Charges:	25.70
Total costs advanced		\$77.60
Total current fees/costs advanced		\$1,884.60
Please pay this amount		\$28,588.18

RAYBURN COOPER & DURHAM, P.A.

11/03/20

Smoky Mountain Country Club

Our file number 5749-002/JRM/JRM
Invoice number 45325

Re: Post Petition

Summary	Hours	Rate	Amount
JRM	2.70	400.00	1,080.00
MLT	1.40	275.00	385.00
TNL	1.90	180.00	342.00

Payment is due upon receipt of invoice

EXHIBIT B

FINAL PERIOD OF
July 26, 2019 – October 21, 2020

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours From The Petition Date	Total Fees From The Petition Date
Asset Transactions	19.40	\$ 5,191.00
Case Administration/Bus. Op.	345.40	\$ 89,714.50
Claims Admin.	4.20	\$ 1,510.50
Fee Proc.	66.60	\$ 11,198.50
Financing/Relief	14.60	\$ 3,606.00
Litigation	167.90	\$ 45,596.50
Plan and Disclosure Statement	538.90	\$ 160,194.50
Total	1,157.00	\$ 317,011.50

EXHIBIT C

CUMULATIVE EXPENSE SUMMARY

July 26, 2019 – October 21, 2020

Expense Category	Total Expenses From The Petition Date
In-house duplicating	\$ 3,937.50
Postage	\$ 2,393.03
Computer Research – Lexis	\$ 5,739.14
Overnight Delivery (Fed. Express)	\$ 1,431.20
U.S. Bankruptcy Court Filing Fees	\$ 1,929.00
PACER – Computerized Court Access Records	\$ 846.10
Travel (Mileage to/from BK Court in Asheville)	\$ 1,324.29
Transcripts	\$ 2,590.45
NOVA Office Strategies – Copies of Plan & DS	\$ 2,463.22
Working Meals	\$ 17.62
Total	\$22,671.55

EXHIBIT D

SUMMARY OF PRIOR FEE APPLICATIONS

<u>Application Date</u>	<u>Period Covered</u>	<u>Fees Requested/Allowed</u>	<u>Expenses Requested/Allowed</u>	<u>Docket Number</u>
10/3/19	July 26, 2019 – August 31, 2019	\$63,428.50/\$63,428.50	\$5,698.89/\$5,698.89	77
10/10/19	September 1-30, 2019	\$30,500.50/\$30,500.50	\$3,431.02/\$3,431.02	84
11/5/19	October 1-31, 2019	\$10,158.50/\$10,158.50	\$1,292.18/\$1,292.18	94
12/18/19	November 1-30, 2019	\$25,189.00/\$25,189.00	\$1,776.07/\$1,776.07	255
1/13/20	December 1-31, 2019	\$74,801.50/\$74,801.50	\$5,512.28/\$5,512.28	295
2/7/20	January 1-31, 2020	\$38,219.00/\$38,219.00	\$1,087.43/\$1,087.43	320
3/5/20	February 1-29, 2020	\$12,777.50/\$12,777.50	\$449.52/\$449.52	326
4/8/20	March 1-31, 2020	\$35,940.00/\$35,940.00	\$213.10/\$213.10	335
6/9/20	April 1, 2020 – May 31, 2020	\$6,391.00/\$6,391.00	\$1,988.83/\$1,988.83	341
7/29/20	June 1 – June 30, 2020	\$4,284.00/\$4,284.00	\$122.55/\$122.55	359
9/4/20	July 1 – August 31, 2020	\$10,007.50/\$10,007.50	\$866.33/\$866.33	369
10/6/20	September 1-30, 2020	\$3,507.50/\$3,507.50	\$155.75/\$155.75	378

EXHIBIT E

**PROFESSIONALS/PARAPROFESSIONALS
INCLUDED IN THIS APPLICATION
July 26, 2019 – October 21, 2020**

Name	Title	Hourly Rate	Total Hours	Amount
C. Richard Rayburn, Jr. (CRR)	Partner	0.00	.50	\$ 0.00
Albert F. Durham (AFD)	Of Counsel	550.00	1.00	\$ 550.00
John R. Miller, Jr. (JRM)	Partner	400.00	297.20	\$110,040.00
John R. Miller, Jr. (JRM)	Partner	0.00	53.90	\$ 0.00
John R. Miller, Jr. (JRM)	Partner	400.00	126.20	\$ 46,400.00
John R. Miller, Jr. (JRM)	Partner	0.00	32.60	\$ 0.00
James B. Gatehouse (JBG)	Partner	0.00	.85	\$ 0.00
Ross R. Fulton (RRF)	Partner	365.00	29.60	\$ 10,366.00
Ross R. Fulton (RRF)	Partner	0.00	5.10	\$ 0.00
Ross R. Fulton (RRF)	Partner	365.00	42.50	\$ 15,476.00
Ross R. Fulton (RRF)	Partner	0.00	1.40	\$ 0.00
Matthew L. Tomsic (MLT)	Associate	275.00	79.30	\$ 19,222.50
Matthew L. Tomsic (MLT)	Associate	0.00	51.40	\$ 0.00
Matthew L. Tomsic (MLT)	Associate	260.00	202.40	\$ 49,868.00
Matthew L. Tomsic (MLT)	Associate	0.00	65.70	\$ 0.00
Rachel M. Buck (RMB)	Associate	250.00	107.10	\$ 24,725.00
Rachel M. Buck (RMB)	Associate	0.00	127.10	\$ 0.00
Rachel M. Buck (RMB)	Associate	225.00	98.00	\$ 21,510.00
Rachel M. Buck (RMB)	Associate	0.00	43.80	\$ 0.00
Luke G. Thomas (LGT)	Associate	225.00	6.40	\$ 922.50
Luke G. Thomas (LGT)	Associate	0.00	12.80	\$ 0.00
Luke G. Thomas (LGT)	Associate	225.00	.30	\$ 67.50
Luke G. Thomas (LGT)	Associate	0.00	23.3	\$ 0.00
Natalie E. Kutcher (NEK)	Associate	225.00	26.80	\$ 4,117.50
Natalie E. Kutcher (NEK)	Associate	0.00	52.00	\$ 0.00
Natalie E. Kutcher (NEK)	Associate	225.00	10.60	\$ 2,272.50
Natalie E. Kutcher (NEK)	Associate	0.00	31.80	\$ 0.00
Ashley B. Oldfield (ABO)	Clerk	0.00	5.10	\$ 0.00
Jon A. Schlopperback (JAS)	Clerk	0.00	7.70	\$ 0.00
Kristy D. Godin (KDG)	Paralegal	180.00	3.40	\$ 558.00
Kristy D. Godin (KDG)	Paralegal	0.00	2.20	\$ 0.00
Julia L. Robinson (JLR)	Paralegal	160.00	.30	\$ 48.00
Julia L. Robinson (JLR)	Paralegal	180.00	.80	\$ 108.00
Julia L. Robinson (JLR)	Paralegal	0.00	.50	\$ 0.00
Tiffany N. Lindsay (TNL)	Paralegal	160.00	75.60	\$ 6,656.00
Tiffany N. Lindsay (TNL)	Paralegal	0.00	1.80	\$ 0.00
Tiffany N. Lindsay (TNL)	Paralegal	180.00	48.10	\$ 4,104.00
Tiffany N. Lindsay (TNL)	Paralegal	0.00	13.60	\$ 0.00
Mary Z. Elvington (MZE)	Paralegal	0.00	.90	\$ 0.00
TOTAL			1,689.65¹	\$317,011.50

¹ The Total Hours noted on this Exhibit E include hours written off by RCD as designated above by the entries with an hourly rate of "0.00". The Total Hours figure differs from the Total Hours from the Petition Date noted on Exhibit B because the Total Hours from the Petition Date does not include the hours written off by RCD.

EXHIBIT F

C. RICHARD RAYBURN, JR., born Columbia, Tennessee, March 27, 1947; admitted to bar, 1974, North Carolina, U. S. Tax Court; U. S. District Court, Western and Middle Districts of North Carolina and U. S. Court of Appeals, Fourth Circuit. Education: University of Tennessee (B. S., with honors, 1969); Duke University (J. D. 1974). Omicron Delta Kappa; Order of the Coif; Sigma Pi Sigma; Phi Delta Phi. Research and Managing Editor, Duke Law Journal, 1973-1974. Member: Mecklenburg County, North Carolina (Member, Bankruptcy Section Council, 1993-1996) and American Bar Associations; The North Carolina State Bar. Practice Areas: Banking Law; Finance; Corporate Law, Securities, Mergers and Acquisitions, Business Bankruptcy Law. Email: rrayburn@rcdlaw.net.

ALBERT F. DURHAM, born Charlotte, North Carolina, May 15, 1947; admitted to bar, 1975, North Carolina; 1979, U. S. Supreme Court. Education: University of North Carolina (B.A., 1970, J.D., 1975). Member: Mecklenburg County, North Carolina (Bankruptcy Council and Chairman, Bankruptcy Section, 1990-1991) and American Bar Associations; North Carolina State Bar; American Bankruptcy Institute. (Board Certified Specialist in Bankruptcy Law by North Carolina State Bar and in Business Bankruptcy Law by American Bankruptcy Institute). Practice Areas: Financial Restructures, Bankruptcy, Commercial Law, Business Workouts. Email: adurham@rcdlaw.net.

JOHN R. MILLER, JR., born Hampton, Virginia, December 22, 1975. Admitted to bar, 2002, North Carolina, U. S. District Court, Western District of North Carolina. Education: University of Virginia (B.A., 1997); Wake Forest University School of Law (J.D., 2002). Member, 1999-2002 and Chief Justice, 2001-2002, Phi Alpha Delta. Author, "Does E-Commerce Spell the End of Geography-Based Trademark Analysis?" 2002 Wake Forest Intell. Prop. L.J. 8, Posted May 10, 2002. Member: Mecklenburg County, North Carolina and American Bar Associations; North Carolina State Bar. Practice Areas: Bankruptcy, Business Workouts, Financial Restructures, Commercial Law, Commercial Real Estate. Email: jmiller@rcdlaw.net

ROSS R. FULTON, born Portland, Maine, May 21, 1978. Admitted to bar, 2003, North Carolina and U.S. District Court, Western, Eastern and Middle Districts of North Carolina, U.S. Court of Appeals 4th Circuit. Education: State University of New York, College at Geneseo (B.A., Dean's List, 2000); College of William and Mary Law School (J.D., 2003), Member, William & Mary Moot Court Team, 2002-2003. Member: Mecklenburg County, North Carolina and American Bar Associations; North Carolina State Bar; American Inn of Court. Practice Areas: General Civil Litigation, Complex Business Litigation. Email: rfulton@rcdlaw.net.

MATTHEW L. TOMSIC, born Greenville, N.C., January 23, 1987. Admitted to bar, 2017, North Carolina, U.S. District Court, Western District of North Carolina. Education: University of North Carolina at Chapel Hill (B.A. 2009); University of North Carolina School of Law (J.D. 2017). Member: Mecklenburg County, North Carolina, and

American Bar Associations. North Carolina State Bar. Practice Areas: Bankruptcy, Business Law, Civil Litigation, Commercial Law. Email: mtomsic@rcdlaw.net.

LUKE G. THOMAS, born Salisbury, N.C., July 3, 1993. Admitted to bar, 2019, North Carolina, U.S. District Court, Western District of North Carolina. Education: University of North Carolina at Charlotte (B.A. & B.S., Cum Laude, 2015); University of North Carolina School of Law (J.D., High Honors, Order of the Coif, 2019). Member: Mecklenburg County, North Carolina, and American Bar Associations. North Carolina State Bar. Practice Areas: Business Law, Civil Litigation. Email: lthomas@rcdlaw.net.

RACHEL M. BUCK, born Topeka, Kansas, August 16, 1987. Admitted to bar, 2017, North Carolina, U.S. District Court, Western District of North Carolina. Education: Duke University (B.A. 2009); University of Kansas School of Law (J.D. 2017); Tulane University Law School (2010-2012). Member, Tulane Environmental Law Journal, 2011-2012, Senior Managing Editor, Spring & Summer 2012. Judicial Intern to the Honorable Eric S. Rosen, Kansas Supreme Court. Member: Mecklenburg County Bar Association, North Carolina State Bar. Practice Areas: Bankruptcy, General Civil Litigation, Business and Commercial Litigation, Business Transactions. Email: rbuck@rcdlaw.net.

NATALIE E. KUTCHER, born Charlotte, N.C., December 24, 1993. Admitted to bar, 2019, North Carolina, Western District of North Carolina. Education: Appalachian State University (B.S., Summa Cum Laude, 2014); University of North Carolina School of Law (J.D., Honors, 2019). Member: Mecklenburg County, North Carolina, and American Bar Associations. North Carolina State Bar. Practice Areas: Bankruptcy, Business Law, Civil Litigation. Email: nkutcher@rcdlaw.net.

ASHLEY B. OLDFIELD, born Venice, Florida, May 7, 1984. Admitted to bar, 2020, North Carolina. Education: Johnson University (B.S., Summa Cum Laude, 2005); Wake Forest University School of Law (J.D., High Honors, Order of the Coif, 2020). Member, Wake Forest Law Review, 2018-2020. Author: Pereira v. Sessions: *The Supreme Court's Call for Common Sense*, 55 Wake Forest L. Rev. 415 (2020). Member: Mecklenburg County and North Carolina Bar Associations. North Carolina State Bar. Practice Areas: Bankruptcy, Business Law, and Civil Litigation. Email: aoldfield@rcdlaw.net